

MORRISON & FOERSTER LLP
250 West 55th Street
New York, New York 10019
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Lorenzo Marinuzzi
Jonathan I. Levine
Jennifer L. Marines

*Special Renewable Energy Counsel to
the Official Committee of Unsecured Creditors of
SunEdison, Inc., et al.*

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re

SUNEDISON, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 16-10992 (SMB)
)
) Jointly Administered
)

**SEVENTEENTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
AS SPECIAL RENEWABLE ENERGY COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
SEPTEMBER 1, 2017 THROUGH OCTOBER 31, 2017**

¹ The last four digits of SunEdison, Inc.'s tax identification number are 5767. The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.primeclerk.com/sunedison/Home-Index>.

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the " <u>Committee</u> ")
Date of Retention:	June 8, 2016 <i>nunc pro tunc</i> to April 29, 2016
Period for which Compensation and Reimbursement is Sought:	September 1, 2017 through October 31, 2017 (the " <u>Fee Period</u> ")
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$13,345.00 (80% = \$10,676.00)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$429.71

This is a(n) X monthly ___ interim ___ final application. No prior application was filed for this Fee Period.²

² Notice of this Monthly Fee Statement (as defined herein) shall be served in accordance with the Interim Compensation Order (as defined herein), and objections to the relief requested in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order.

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order Granting Debtors’ Motion for Order Pursuant to Bankruptcy Code Sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on June 12, 2016 [Docket No. 258] (the “Interim Compensation Order”), Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), Special Renewable Energy Counsel to the Official Committee of Unsecured Creditors of SunEdison, Inc. and its subsidiaries that are debtors and debtors-in-possession in these proceedings (collectively, the “Debtors”), hereby files this monthly fee statement (this “Monthly Fee Statement”) for: (a) compensation in the amount of \$13,345.00 for the actual, reasonable and necessary legal services rendered to the Debtors during the Fee Period (80% of which is \$10,676.00), and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$429.71.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Morrison & Foerster’s attorneys and paraprofessionals during the Fee Period with respect to each of the subject matter categories established by Morrison & Foerster in accordance with its internal billing procedures. Morrison & Foerster is requesting \$13,345.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Morrison & Foerster seeks payment for 80% of such fees, which is \$10,676.00.
- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 27.8 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

WHEREFORE, Morrison & Foerster requests that it be allowed reimbursement for its fees and expenses incurred during the Fee Period in the total amount of \$11,105.71 consisting of (a) \$10,676.00, which is 80% of the fees incurred by the Committee for reasonable and necessary professional services rendered by Morrison & Foerster, and (b) \$429.71 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors.

Dated: November 29, 2017
New York, New York

/s/ Jonathan I. Levine
Lorenzo Marinuzzi
Jonathan I. Levine
Jennifer L. Marines
MORRISON & FOERSTER LLP
250 West 55th Street
New York, New York 10019
Telephone: (212) 468-8000
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*Special Renewable Energy Counsel to the
Official Committee of Unsecured Creditors of
SunEdison, Inc., et al.*

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
001	Case Administration	11.80	\$4,012.00
002	Meetings and Communications with Creditors	5.30	\$3,940.00
003	Hearings	0.50	\$318.00
005	Energy Asset Sales	0.40	\$392.00
008	Employment and Fee Applications	8.90	\$4,683.00
016	Time Entry Review	0.90	\$594.00
Total Incurred:		27.8	\$13,939.00
Less Client Accommodation for Time Entry Review (100% of fees incurred):			\$(594.00)
Total Requested:			\$13,345.00

Exhibit B

Attorney and Paraprofessional Information

The Morrison & Foerster attorneys and paraprofessionals who rendered professional services in these cases during the Fee Period are:

Professional Person	Position with the Applicant	Year Admitted / Length of Time in Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Levine, Jonathan I.	Partner	2001	Business Restructuring & Insolvency	\$1,075.00	2.20	\$2,365.00
Sluder, Elizabeth C.	Partner	2004	Finance	\$980.00	0.40	\$392.00
Connelly, Rahman	Associate	2014	Business Restructuring & Insolvency	\$660.00	5.00	\$3,300.00
Cornell, Huilin Wang	Associate	2013	Finance	\$600.00	3.90	\$2,340.00
Guido, Laura	Senior Paralegal	10 years	Business Restructuring & Insolvency	\$340.00	16.30	\$5,542.00
Total Incurred:					27.8	\$13,939.00
Less Client Accommodation for Time Entry Review (100% of fees incurred):						\$(594.00)
Total Requested:						\$13,345.00

Total Partners, Of Counsel, Associates and Paraprofessionals

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,060.38	2.6	\$2,757.00
Associates and Attorneys	\$633.71	8.9	\$5,640.00
Total Incurred by All Attorneys:		11.5	\$8,397.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(594.00)
Blended Attorney Rate:	\$678.52	11.5	\$7,803.00
Paraprofessionals and Non-Legal Staff	\$340.00	16.30	\$5,542.00
Total Requested:	\$480.04	27.8	\$13,345.00

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
On-line Research – OTHER DATABASE – PACER	\$421.20
On-line Research - OTHER DATABASE - ALM MEDIA LLC	\$8.51
Total Requested:	\$429.71

Exhibit D

MORRISON | FOERSTERPO BOX 742335
LOS ANGELES
CALIFORNIA 90074-2335TELEPHONE: 415 268 7000
FACSIMILE: 415 268 7522

WWW.MOFO.COM

MORRISON & FOERSTER LLP

NEW YORK, SAN FRANCISCO,
LOS ANGELES, PALO ALTO,
SAN DIEGO, WASHINGTON D.C.,
DENVER, NORTHERN VIRGINIATOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

SunEdison, Inc.
13736 Riverport Dr.
Maryland Heights, MO 63043
Attn: Martin H. Truong, General Counsel**Taxpayer ID #** [REDACTED]
Invoice Number: 5680974
Invoice Date: November 27, 2017

Client/Matter Number: 076900-0000001

Matter Name: BANKRUPTCY OF
SUNEDISON INC.

Client Contact: Martin H. Truong

RE: BANKRUPTCY OF SUNEDISON INC.

For Professional Services Rendered and Disbursements Incurred through October 31, 2017

	<u>U.S.Dollars</u>
Current Fees	13,939.00
Client Accommodation - Time Entry Review	(594.00)
Current Fees Value	<u>13,345.00</u>
Current Disbursements	<u>429.71</u>
Total This Invoice	<u>13,774.71</u>

Payment may be made by Electronic Funds transfer to the firm's account[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

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Matter Number: 076900-0000001
Matter Name: BANKRUPTCY OF SUNEDISON INC.

Invoice Number: 5680974
Invoice Date: November 27, 2017

Time Detail

Date	Services	Timekeeper	Hours	Value
Case Administration				
01-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2).	Guido, Laura	0.30	102.00
06-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.70	238.00
11-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.8).	Guido, Laura	1.00	340.00
14-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.6).	Guido, Laura	0.90	306.00
18-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.70	238.00
20-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.1).	Guido, Laura	0.20	68.00
21-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.70	238.00
25-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	136.00
28-Sep-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.70	238.00
02-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	136.00
05-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.4).	Guido, Laura	0.60	204.00

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Matter Number: 076900-0000001
Matter Name: BANKRUPTCY OF SUNEDISON INC.

Invoice Number: 5680974
Invoice Date: November 27, 2017

Date	Services	Timekeeper	Hours	Value
09-Oct-17	Update case calendar and provide updates to internal working group.	Guido, Laura	0.40	136.00
12-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.70	238.00
16-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.70	238.00
18-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.1); update case calendar (.2).	Guido, Laura	0.40	136.00
19-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.6).	Guido, Laura	0.80	272.00
23-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.6).	Guido, Laura	0.90	306.00
26-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.70	238.00
30-Oct-17	Circulate notice of ECF filings to attorneys (.1); retrieve and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.3).	Guido, Laura	0.60	204.00
Total: 001	Case Administration		11.80	4,012.00
Meetings and Communications with Creditors				
10-Oct-17	Participate on Committee call regarding case update (.7); review prior correspondence relating to same (.7).	Cornell, Huilin Wang	1.40	840.00
10-Oct-17	Participate on Committee call regarding case update.	Levine, Jonathan I.	0.70	752.50
12-Oct-17	Prepare summary of Committee call.	Cornell, Huilin Wang	0.40	240.00
24-Oct-17	Participate on Committee call regarding Vivint claim and other case updates.	Cornell, Huilin Wang	0.90	540.00
24-Oct-17	Participate on Committee call regarding Vivint claim and other case updates.	Levine, Jonathan I.	0.90	967.50
25-Oct-17	Prepare summary of Committee call.	Cornell, Huilin Wang	0.70	420.00
28-Oct-17	Prepare summary of Vivint chart and weekly Committee call.	Cornell, Huilin Wang	0.30	180.00

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Matter Number: 076900-0000001
Matter Name: BANKRUPTCY OF SUNEDISON INC.

Invoice Number: 5680974
Invoice Date: November 27, 2017

Date	Services	Timekeeper	Hours	Value
Total: 002	Meetings and Communications with Creditors		5.30	3,940.00
Hearings				
11-Sep-17	Review agenda for September 12 hearing (.2); correspond with internal work group regarding same (.1).	Connelly, Rahman	0.30	198.00
11-Oct-17	Review memorandum analyzing October 19 hearing.	Cornell, Huilin Wang	0.20	120.00
Total: 003	Hearings		0.50	318.00
Energy Asset Sales				
11-Oct-17	Review memorandum from Weil regarding Marathon Capital's motion to amend.	Sluder, Elizabeth C.	0.40	392.00
Total: 005	Energy Asset Sales		0.40	392.00
Employment and Fee Applications				
02-Oct-17	Prepare MoFo's August fee statement.	Guido, Laura	0.70	238.00
11-Oct-17	Finalize, file and coordinate service of MoFo's August fee statement.	Guido, Laura	0.30	102.00
16-Oct-17	Draft fourth interim fee statement (2.8); draft supplemental declaration in support of same (.9); correspond with J. Levine regarding same (.1).	Connelly, Rahman	3.80	2,508.00
16-Oct-17	Prepare MoFo's fourth interim fee statement (2.9); finalize, file and coordinate service of same (.4).	Guido, Laura	3.30	1,122.00
16-Oct-17	Review and revise interim fee statement (.2); correspond with R. Connelly regarding same (.1); correspond with P. Schwartzberg (U.S. Trustee) regarding same (.1).	Levine, Jonathan I.	0.40	430.00
17-Oct-17	Prepare courtesy copies of MoFo's interim fee statement for delivery to Chambers.	Guido, Laura	0.20	68.00
17-Oct-17	Revise supplemental declaration regarding interim fee statement.	Levine, Jonathan I.	0.10	107.50
18-Oct-17	Correspond with P. Schwartzberg (U.S. Trustee) regarding interim fee statement.	Levine, Jonathan I.	0.10	107.50
Total: 008	Employment and Fee Applications		8.90	4,683.00
Time Entry Review				
25-Sep-17	Review time entries for compliance with U.S. Trustee guidelines.	Connelly, Rahman	0.90	594.00
Total: 016	Time Entry Review		0.90	594.00

Current Fees	13,345.00
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Matter Number: 076900-0000001
Matter Name: BANKRUPTCY OF SUNEDISON INC.

Invoice Number: 5680974
Invoice Date: November 27, 2017

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
20215	Levine, Jonathan I.	1,075.00	2.20	2,365.00
12188	Sluder, Elizabeth C.	980.00	0.40	392.00
20578	Connelly, Rahman	660.00	5.00	3,300.00
17214	Cornell, Huilin Wang	600.00	3.90	2,340.00
13849	Guido, Laura	340.00	16.30	5,542.00
	Client Accommodation - Time			(594.00)
	Entry Review			
	TOTAL		27.80	13,345.00

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Matter Number: 076900-0000001
Matter Name: BANKRUPTCY OF SUNEDISON INC.

Invoice Number: 5680974
Invoice Date: November 27, 2017

Task Code Summary

Task Code	Description	Hours	Value
001	Case Administration	11.80	4,012.00
002	Meetings and Communications with Creditors	5.30	3,940.00
003	Hearings	0.50	318.00
005	Energy Asset Sales	0.40	392.00
008	Employment and Fee Applications	8.90	4,683.00
016	Time Entry Review	0.90	594.00
	Client Accommodation - Time Entry Review		(594.00)
	TOTAL	27.80	13,345.00

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Matter Number: 076900-0000001
Matter Name: BANKRUPTCY OF SUNEDISON INC.

Invoice Number: 5680974
Invoice Date: November 27, 2017

Disbursement Detail

Date	Description	Value
31-Oct-17	On-line Research - OTHER DATABASE – PACER	421.20
01-Sep-17	On-line Research - OTHER DATABASE 6856 IN RE SUNEDISON, INC. 23 – ALM MEDIA LLC	8.51
Current Disbursements		429.71

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Matter Number: 076900-0000001
Matter Name: BANKRUPTCY OF SUNEDISON INC.

Invoice Number: 5680974
Invoice Date: November 27, 2017

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	13,345.00
Total Disbursements	429.71
Total Amount Due	13,774.71

MORRISON | FOERSTER

Matter Number: 076900-0000001
Matter Name: BANKRUPTCY OF SUNEDISON INC.

Invoice Number: 5680974
Invoice Date: November 27, 2017

For your convenience, we have listed below previous invoices on this matter which our records show as outstanding and the total balance due on this account. If you have already submitted payment, we appreciate your promptness. If your records are not in agreement, or if we can provide additional assistance, please call our Billing Department at (415) 268-6446 or (866) 314-5320

Date	Invoice Number	Currency	Original Invoice Amount	Payments Applied	Amount Outstanding
27-Jun-16	5537199	USD	641,315.81	572,739.31	68,576.50
25-Jul-16	5543375	USD	499,037.55	449,173.80	49,863.75
23-Aug-16	5552400	USD	329,574.19	296,683.79	32,890.40
22-Sep-16	5559914	USD	219,234.72	197,543.52	21,691.20
21-Oct-16	5570681	USD	413,592.06	364,477.33	49,114.73
14-Nov-16	5577914	USD	456,508.99	398,778.47	57,730.52
15-Feb-17	5601422	USD	193,134.28	173,854.68	19,279.60
22-Mar-17	5611602	USD	134,529.00	121,079.10	13,449.90
27-Apr-17	5621384	USD	81,616.43	73,492.13	8,124.30
24-May-17	5629099	USD	107,211.83	96,498.03	10,713.80
22-Jun-17	5636876	USD	94,282.13	75,563.43	18,718.70
20-Jul-17	5643403	USD	65,905.50	52,791.20	13,114.30
21-Aug-17	5653334	USD	53,589.28	42,966.08	10,623.20
30-Sep-17	5664813	USD	9,167.94	0.00	9,167.94